

**Computing
Devices of
Canada Limited**

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and a special general meeting of the shareholders of Computing Devices of Canada Limited will be held in the Conference Room of the Research and Development Building at the head office of the Company on Number 15 Highway at Bells Corners, Ontario, on Thursday, the 25th day of January, 1968 at the hour of 10:00 o'clock in the forenoon, for the following purposes:

- (a) to receive and consider the annual report, financial statements for the period ended September 30, 1967 and the report of the auditors;
- (b) to elect directors;
- (c) to appoint auditors and authorize the Board of Directors to fix their remuneration;
- (d) to consider and, if deemed advisable, to sanction and confirm, subject to such amendments, variations or additions as may be approved at the meeting, By-law Number Twenty-one enacted by the Board of Directors providing for a chairman and a vice-chairman of the Board;
- (e) to approve and ratify all acts and proceedings of the directors and officers since the last annual meeting of shareholders; and
- (f) to transact such other business as may properly come before the meeting or any adjournment thereof.

NOTICE IS ALSO GIVEN that in accordance with the provisions contained in the by-laws of the Company and pursuant to a resolution of the Board of Directors, only shareholders of record at the close of business on Friday, December 29, 1967 are entitled to notice of and to vote at the said meeting. The register of transfers will not be closed.

A copy of the annual report for the year ended September 30, 1967, a copy of By-law Number Twenty-one and a copy of the proxy information circular accompany this notice.

Shareholders who are unable to attend the meeting in person are requested to date and sign the enclosed form of proxy and to mail the completed form to the Secretary of the Company in the return envelope provided for that purpose.

DATED at Bells Corners, Ontario, this 5th day of January, 1968.

BY ORDER OF THE BOARD

C.R. GROVE
Secretary

Computing Devices of Canada Limited

PROXY INFORMATION CIRCULAR

Solicitation of Proxies

This information circular is furnished in connection with the solicitation by the management of COMPUTING DEVICES OF CANADA LIMITED (the Company) of proxies to be used at the Annual and Special General Meeting of the shareholders of the Company to be held on Thursday, the 25th day of January, 1968 at the hour of 10:00 o'clock in the forenoon in the Conference Room of the Research and Development Building at the Head Office of the Company on No. 15 Highway at Bells Corners, Ontario, for the purposes set forth in the accompanying notice of meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by regular employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company.

Revocation of Proxies

A shareholder who has given a proxy may revoke it either (a) by signing a proxy bearing a later date and delivering it to the Secretary of the Company, or (b) as to any matters on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by signing written notice of revocation and delivering it to the Secretary of the Company or the Chairman of the meeting.

Exercise of Discretion by Proxies

The persons named in the accompanying form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. IN THE ABSENCE OF SUCH DIRECTION, SUCH SHARES WILL BE VOTED FOR THE APPROVAL OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS, FOR THE ELECTION OF DIRECTORS, THE APPOINTMENT OF AUDITORS AND FOR THE APPROVAL OF BY-LAW NO. 21, AS STATED UNDER THESE HEADINGS IN THIS CIRCULAR. The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting and with respect to matters which may properly come before the meeting. At the time of printing this circular, the management of the Company knows of no such amendment, variations or other matters to come before the meeting other than the matters referred to in the notice of meeting.

Voting Shares

The Company has outstanding a total of 775,000 common shares without nominal or par value, each carrying the right to one vote per share. To the knowledge of the directors or senior officers of the Company, the only person or company beneficially owning, directly or indirectly, equity shares carrying more than ten percent of the voting rights attached to all equity shares of the Company is The Bendix Corporation which, through its wholly-owned subsidiary, Bendix-Eclipse of Canada, Limited, beneficially owns 517,313 shares, representing 66.75 percent of the outstanding shares of the Company.

The Board of Directors has fixed the close of business on December 29, 1967 as the record date for the determination of the persons entitled to receive notice of and to attend and vote at the meeting.

Election of Directors

The Board consists of seven directors to be elected at the annual meeting. Each director elected will hold office until the next annual meeting and until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws.

It is the intention of the persons named in the accompanying form of proxy to vote such proxy for the election of the nominees whose names are set forth below, all of whom, with the exception of Dr. Norman F. Parker, are now members of the Board of Directors and have been since the dates indicated. The management does not contemplate that any of the nominees will be unable to serve as a director, but, if that should occur for any reason prior to the nomination at the meeting, the persons named in the accompanying form of proxy reserve the right to vote for another nominee at their discretion.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Company now held by them, their principal occupations or employments, the year in which they became directors of the Company and the approximate number of shares of the Company beneficially owned directly or indirectly by each of them as of December 29, 1967.

NAME:	BECAME DIRECTOR	SHARES HELD (a)
A.P. FONTAINE of Detroit, Michigan, was elected Chairman of the Company's Board of Directors in June 1967. His principal employment is the office of Chairman of the Board and Chief Executive Officer of The Bendix Corporation, which office he assumed in 1965 after serving as the Executive Vice President of The Bendix Corporation from 1960.	1965	1 (b)

NAME:

BECAME
DIRECTOR

SHARES
HELD (a)

JAMES E. BEVINS of Teterboro, New Jersey, was elected Vice-Chairman of the Company's Board of Directors in June 1967. His principal employment is the office of Vice President and Group Executive of The Bendix Corporation, which office he assumed in April 1967 after serving as Vice President and Group Manager from November, 1966. Prior to that, his principal employment was with the Eclipse-Pioneer Division of The Bendix Corporation as its Assistant General Manager from September 1962 and as its General Manager from July 1964.

1967 1 (b)

J. FREDERICK TAYLOR of Ottawa, Ontario, President and General Manager since July 1967, served as Vice President and General Manager of the Company from September 1966. Prior to that, he held the office of General Manager of the Aviation Division of Bendix-Eclipse of Canada, Limited.

1959 1 (b)

FREDERIC S. MARTIN of Ottawa, Ontario, is principally employed as Resident Director of Green Shields Incorporated in Ottawa.

1966 300

JOSEPH A. NORTON of Ottawa, Ontario, one of the founders of the Company, held the office of Vice President, Research and Engineering, until ill health caused his retirement in June 1966.

1949 43,175

JAMES B. TREACY of New York City, New York, is principally employed as Vice President, International Operations, of The Bendix Corporation. Prior to assuming this office in September 1965, he was Technical Director of Teldix Luftfahrt Ausrustungs G.m.b.H., Heidelberg, Germany, from May 1960.

1965 1 (b)

DR. NORMAN F. PARKER of Detroit, Michigan, is the Executive Vice President, Aerospace, of The Bendix Corporation. Prior to joining Bendix in February 1967, he was the Executive Vice President, Operations, of North American Aviation Inc. from 1962 until he was appointed President of the Autonetics Division of North American Aviation Inc. in 1966.

NOTES: (a) Information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective nominees individually.

(b) Messrs. Fontaine, Bevins, Taylor and Treacy are each the holder of record of one qualifying share. The four shares thus held are included in the total number of shares that are beneficially owned by The Bendix Corporation.

(c) Unless otherwise stated above, each of the above named persons has held the principal occupation or employment indicated for at least the preceding five years.

Remuneration of Directors and Senior Officers

- (1) Aggregate direct remuneration paid or payable by the Company and its subsidiaries in fiscal year 1967 to the directors and senior officers of the Company: \$161,736.00
- (2) Estimated aggregate cost to the Company and its subsidiaries in fiscal year 1967 of all pension or retirement benefits proposed to be paid to the directors and senior officers of the Company under existing plans in the event of retirement at normal retirement age: \$ 6,531.00

Appointment of Auditors

The persons named in the accompanying form of proxy intend to vote for the re-appointment of Messrs. Deloitte, Plender, Haskins & Sells, Chartered Accountants, as auditors of the Company to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the Board of Directors. Messrs. Deloitte, Plender, Haskins & Sells were first appointed as auditors of the Company at the annual meeting of shareholders held on January 26, 1967.

By-Law Number Twenty-One

A copy of By-law Number Twenty-one, providing for a chairman and vice-chairman of the Board of Directors, accompanies the notice of the meeting. This by-law was enacted by the Board on June 28, 1967 and, pursuant to Section 93 of the Canada Corporations Act, the by-law will be submitted to the meeting so that it may be sanctioned and confirmed by the shareholders.

DATED at Bells Corners, Ontario, this 5th day of January, 1968.

BY ORDER OF THE BOARD

C.R. GROVE
Secretary

BY-LAW NUMBER TWENTY-ONE

being a by-law providing for a chairman and a vice-chairman of the board of
COMPUTING DEVICES OF CANADA LIMITED

BE IT ENACTED AND IT IS HEREBY ENACTED as By-law Number Twenty-one of the Company as follows:

1. There shall be a Chairman of the Board and he shall be elected by the directors from among their number. He shall, when present, preside at any or all meetings of the Board and shall exercise general supervision over the financial affairs of the Company and the relations of the Company with the public and industry generally.

2. There shall be a Vice-Chairman of the Board and he shall be elected by the directors from among their number. During the absence or inability of the Chairman of the Board, he shall, when present, preside at any or all meetings of the Board and shall exercise the powers of the Chairman of the Board. If the Vice-Chairman of the Board exercises any such duty or power, the absence or inability of the Chairman of the Board shall be presumed with reference thereto. The Vice-Chairman of the Board shall also perform such duties and exercise such powers as the Chairman of the Board may delegate to him or as the Board may prescribe.

3. Article 2 of Section Two of By-law Number Nineteen is hereby revoked and the following substituted therefor:

"Article 2. Special Meetings. Special general meetings of the shareholders may be called at any time by or by order of the Chairman of the Board or the Vice-Chairman of the Board or the President or by order of a majority of the entire Board. All special general meetings of shareholders shall be held at the head office of the Company or at such other place within Canada as may be fixed from time to time by the Chairman of the Board or the Vice-Chairman of the Board or the President or by resolution of the majority of the entire Board as the case may be.

4. Article 6 of Section Two of By-law Number Nineteen is hereby revoked and the following substituted therefor:

"Article 6. Chairman and Secretary of the Meeting. The Chairman of the Board or, in his absence, the Vice-Chairman of the Board shall be chairman and shall preside at any meeting of the shareholders, provided that either or both of them may decline so to act. If neither the Chairman of the Board nor the Vice-Chairman of the Board is present and willing to act as chairman at any such meeting, the President or, in his absence, one of the Vice-Presidents who are also shareholders of the Company in order of seniority according to their original election or appointment to the office of Vice-President, or, in his and their absence, such other shareholder of the Company as may from time to time be appointed for the purpose by the Board, shall be chairman and shall preside at such meeting of the shareholders. In the event that none of the said officers nor any person so appointed by the Board be present within thirty minutes after the time fixed for holding the meeting, the shareholders present in person or by proxy shall choose one of the shareholders present in person to be chairman. If the Secretary of the Company is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting.

5. Article 8 of Section Three of By-law Number Nineteen is hereby revoked and the following substituted therefor:

"Article 8. Calling of Meetings. Meetings of the Board shall be held from time to time at such place, at such time and on such day as the Chairman of the Board or the Vice-Chairman of the Board or the President or any three directors may determine, and the Secretary shall call meetings when directed or authorized by any one of the said three officers or by any three directors. Notice of every meeting so called shall be given to each director not less than two days (excluding any part of a Sunday and a holiday as defined by the Interpretation Act of Canada for the time being in force) before the date on which the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to the holding of such meeting."

6. Article 12 of Section Three of By-law Number Nineteen is hereby revoked and the following substituted therefor:

"Article 12. Chairman. The Chairman of the Board or, in his absence, the Vice-Chairman of the Board or, in their absence, the President shall be chairman of any meeting of directors; and if none of the said officers be present, the directors present shall choose one of their number to be chairman of the meeting."

7. Article 2 of Section Four of By-law Number Nineteen is hereby revoked and the following substituted therefor:

"Article 2. Appointment of Other Officers. From time to time the Board shall appoint a Secretary and may appoint one or more Vice-Presidents, a Treasurer, a General Manager and such other officers as the Board may determine. None of the officers of the Company except the Chairman of the Board, the Vice-Chairman of the Board and the President need be a member of the Board and any two of the aforesaid offices, except those of Chairman of the Board and Vice-Chairman of the Board, and except those of President and Vice-President, may be held by the same person."

8. Article 4 of Section Four of By-law Number Nineteen is hereby revoked and the following substituted therefor:

"Article 4. President. The President shall be the chief executive officer of the Company and, with the exception only of such powers and duties as may be specifically assigned from time to time by the Board or by the by-laws to the Chairman of the Board and the Vice-Chairman of the Board, he shall be charged with the general supervision of the business and affairs of the Company. Except when the Board has appointed a General Manager or Managing Director, the President shall also have the powers and be charged with the duties of that office."

ENACTED AND PASSED by the Board and sealed with the Corporate Seal this 28th day of June, 1967.

C.F. HEMBERTY
President

CORPORATE
SEAL

C.R. GROVE
Secretary

